

Notice of Annual General Meeting

茲公告北京北辰實業股份有限公司(「本公司」)定於二零零一年六月十三日(星期三)上午十時在中華人民共和國(「中國」)北京·北京國際會議中心舉行股東週年大會，藉以處理下列事項：

1. 審議及批准二零零零年度董事會報告。
2. 審議及批准二零零零年度監事會報告。
3. 審議及批准二零零零年度經審核的財務報表及核數師報告。
4. 審議及批准二零零零年度利潤分配方案。
5. 審議續聘普華永道中天會計師事務所有限公司及羅兵咸永道會計師事務所為本公司二零零一年度之境內及國際核數師，並授權董事會釐定其報酬。
6. 審議及批准以普通決議案方式通過以下議案：-

「動議：—

- (A) 根據中國法律和證券監管部門的要求，對原《綜合服務協議》的已有內容在《關於綜合服務協議的補充協

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Beijing North Star Company Limited (the “Company”) will be held at Beijing International Convention Centre, Beijing, the People’s Republic of China (“PRC”) at 10:00 a.m. on Wednesday, 13th June, 2001 for the following purposes:

1. To consider and approve the report of the Board of Directors for the year of 2000.
2. To consider and approve the report of the Supervisory Committee for the year of 2000.
3. To consider and approve the audited financial statements and the auditors’ report for the year of 2000.
4. To consider and approve the scheme of profit distribution for the year of 2000.
5. To re-appoint PricewaterhouseCoopers Zhong Tian CPAs Co. Ltd. and PricewaterhouseCoopers, as the Company’s PRC and international auditors for the year of 2001 and authorise the Board of Directors to determine their remuneration.
6. To consider and approve the passing of the following resolution by way of ordinary resolution:

“THAT

- (A) The following ratification and express confirmation be made with regard to the existing contents of the original Miscellaneous Service Agreement dated 18th April, 1997 (the Miscellaneous Service Agreement) as supplemented by the Supplemental Agreement to the Miscellaneous Service Agreement (the “Supplemental Agreement”) in accordance with the requirements of the

議》(「補充協議」)中作以下追認、
明確確認：-

- (1) 明確確認控股股東北京北辰實業集團公司對本公司在《綜合服務協議》項下的服務範圍；
- (2) 明確確認控股股東北京北辰實業集團公司與本公司依《綜合服務協議》的年平均交易額；
- (3) 明確確認控股股東北京北辰實業集團公司與本公司在《綜合服務協議》項下的計價規則。

(B) 根據中國法律和證券監管部門的要求，在補充協議中對《綜合服務協議》增加以下條款：-

- (1) 為了保障本公司小股東的利益，雙方對《綜合服務協議》簽署以來所形成的綜合服務之各項計價標準原則上應當維持不變；但於該《綜合服務協議》和補充協議履行期間，如果發生了國家收費標準變動情況的，或者發生了大幅度物價指數波動情況的，雙方可在下一年度根據國家收費標準變動幅度或者國家統計局公佈的同類物價標準變動幅度調整《綜合服務協議》和補充協議規定的服務

China legal and securities regulatory authorities
("CLSRA"):

- (1) Expressly confirm the scope of service provided by the controlling shareholder, Beijing North Star Industrial Group Company, to the Company under the Miscellaneous Service Agreement.
- (2) Expressly confirm the annual average consideration paid to the controlling shareholder, Beijing North Star Industrial Group Company, by the Company according to the Miscellaneous Service Agreement.
- (3) Expressly confirm the pricing standards agreed between the controlling shareholder, Beijing North Star Industrial Group Company and the Company under the Miscellaneous Service Agreement.

(B) The following terms be added to the Miscellaneous Service Agreement under the Supplemental Agreement in accordance with the requirements of the CLSRA:

- (1) In order to protect the interest of the minority shareholders of the Company, both parties shall in principle maintain the various pricing standards of the composite services formed since the signing of the Miscellaneous Service Agreement. However, in the event of occurrence of changes in the government prescribed prices during the term of the Miscellaneous Service Agreement as supplemented by the Supplemental Agreement or the occurrence of significant price index fluctuations, both parties may make adjustments to the service fee pricing standards set out in the

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費用計價標準，並且北京北辰實業集團公司在本公司股東會或董事會會議上對《綜合服務協議》變更事項議決時沒有表決權。」；

- (2) 在《綜合服務協議》和補充協議履行期間，如果發生了任何一方要求解除《綜合服務協議》或補充協議、要求調整變更《綜合服務協議》計價標準或者事實上不履行《綜合服務協議》的事件時，雙方不僅應依照中國合同法的規定以書面合意做出，而且應將《綜合服務協議》或補充協議終止、變更或不履行的事實作為重大事件在中國證監會指定的全國性報刊上予以披露，並向證券監管部門辦理備案手續。

Miscellaneous Service Agreement as supplemented by the Supplemental Agreement in the subsequent year in accordance with the level of changes of the government prescribed prices or the level of changes in similar pricing standards as announced by the State Statistics Bureau, and the Beijing North Star Industrial Group Company shall have no voting right in the shareholders' general meeting or meeting of the board of directors of the Company on the resolution for changes to the Miscellaneous Service Agreement.

- (2) During the period of implementation of the Miscellaneous Service Agreement as supplemented by the Supplemental Agreement, "in the event of occurrence of any party requesting termination of the Miscellaneous Service Agreement or the Supplemental Agreement, adjustment to the pricing standards of the Miscellaneous Service Agreement or actual non-compliance of the Miscellaneous Service Agreement, both parties not only shall indicate in writing in accordance with the Contract Law, but shall also take the fact of the termination, changes or non-compliance of the Miscellaneous Service Agreement or the Supplemental Agreement as material incident to be disclosed in country-wide newspapers specified by the CLSRA, and to proceed with the records filing formalities with the securities regulatory department."

(C) 批准、追認及確認本公司董事會簽署該補充協議並報中國證券監管部門備案。」

7. 審議及批准以特別決議案方式通過以下議案：-

「動議將本公司章程作以下修改：-

(1) 原第十三條內容修改為：「公司的經營範圍包括：物業管理；出租寫字間、公寓、客房；住宿服務；房地產開發、建設、物業購置及商品房銷售；承接國際國內會議、出租展覽場地及設施、提供會務服務，出租出售批發零售商業用，餐飲娛樂業用場地及設施；商業零售（包括代銷、零售）；百貨、針紡織品、五金交電、金銀首飾、家具、字畫、副食品、食品、糧油食品、汽車配件、寵物食品、電子計算機、公開發行的國內版電子出版物，計生用品，防盜保險櫃，摩托車，西藥制劑，中成藥，醫療器械；刻字服務；修理鐘表，家用電器；驗光配鏡服務；飲食服務；健康諮詢；出租、零售音像磁帶製品；餐飲服務、文體娛樂服務（國家禁止的項目除外）；機械電器設

(C) The Supplemental Agreement signed by the board of directors of the Company be and is approved, ratified and confirmed, and be filed in the records at the CLSRA.”

7. To consider and approve the passing of the following resolution by way of special resolution:

“THAT the Articles of Association of the Company be and are hereby amended as follows:

(1) By amending the contents of the original Article 13 to read as: “The scope of management of the Company includes: property management; office leasing, apartments, guest houses, accommodation services; real estate development and construction, property acquisition and sale of commodity housing; contracting of international and domestic conferences, leasing of exhibition venues and facilities, provision of conference services, sale and leasing of venues and facilities for wholesales and retailers, catering and entertainment uses, commercial retailing (including sales made in the form of agency and assignment); department stores, textiles, tools communication and electronics products, gold and silver ornaments, furniture, calligraphy and drawings, grocery, foodstuff, cereal and oil, vehicle spare parts, pet food, computer, domestic version of electronic publications published publicly, birth control materials, anti-theft safes, motorcycles, pharmaceuticals, proprietary traditional Chinese medicines, medical equipment, embossing service; repair of time pieces, electrical appliances; optical and specs services; food and beverage services; health consultation; leasing and retail of audio and video tape products; catering

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备、激光、电子方面的技术开发、技术服务、技术转让，设备安装，机械设备、清洗设备维修，日用品修理，美容美发，浴池服务，录像服务，打字、复印类商服务，仓储服务，信息咨询。」

- (2) 原第二十五條內容修改為：「除法律、行政法規另有規定外，不同類別的公司股份可以在各自的流通領域內依法轉讓，並不附帶任何留置權。」
- (3) 增加一條，作為第二十七條：「公司不接受本公司的股票作為質押權的標的。」
- (4) 增加一條，作為第二十八條：「發起人持有的公司股票，自公司成立之日起三年內不得轉讓。董事、監事、經理以及其他高級管理人員應在其任期期間內，定期向公司申報其所持有的本公司股票；在其任期期間以及離職後六個月內不得轉讓其所持有的本公司股份。」
- (5) 原第二十七條至第七十五條順序修改為第二十九條至第七十七條。

services, cultural, recreation and entertainment services (other than those prohibited by the State); technological development of mechanical and electrical equipment, laser and electronics, technical services and transfer, equipment installation, mechanical and cleansing equipment maintenance, repair of daily consumables, cosmetics and hair-dressing, bathing services, video recording services, commercial services such as typing and photocopying, storage services, and information enquiry services.”

- (2) By amending the contents of the original Article 25 to read as: “Save as otherwise stipulated by the laws and administrative regulations, different classes of shares may be transferred pursuant to the law within the respective territories where such shares are in circulation free of any lien.”
- (3) By adding the following as Article 27: “The Company does not accept the shares of the Company as the underlying security of pledge.”
- (4) By adding the following as Article 28: “No transfer of the shares of the Company held by promoters shall be made within three years from the incorporation date of the Company. The directors, supervisors, managers as well as other officers shall report their shareholdings in the Company during their term of office regularly. No transfer of the shares of the Company held by them shall be made during their term of office as well as six months after their vacation of office.”
- (5) By altering original Articles 27 to 75 in sequence to read as Articles 29 to 77 respectively.

- (6) 原第二十八條(按前述改為第三十條)第二款修改為：「公司購回其發行在外的股份時應當按第三十一條至第三十四條的規定辦理。」
- (7) 原第三十三條(按前述改為第三十五條)第三款修改為：「本條規定不適用於本章第三十七條所述的情形。」
- (8) 原第三十五條(按前述改為第三十七條)第一款修改為：「下列行為不視為本章第三十五條禁止的行為：」
- (9) 原第七十二條(按前述改為第七十四條)修改為：「股東大會採取記名方式投票表決。」
- (10) 原第七十三條(按前述改為第七十五條)修改為：「每一審議事項的表決投票，應當至少要有兩名股東代表和一名監事參加清点，並由清点人代表當場公布表決結果。」
- (11) 原第七十五條(按前述改為第七十七條)修改為：「當反對和贊成票相等時，會議主席有權多投一票。」

- (6) By amending paragraph 2 of the original Article 28 (altered as Article 30 in accordance with the foregoing) to read as: "The Company shall repurchase its issued shares in accordance with the provisions of Articles 31 to 34."
- (7) By amending paragraph 3 of the original Article 33 (altered as Article 35 in accordance with the foregoing) to read as: "This article shall not apply to the circumstances stated in Article 37 of this chapter."
- (8) By amending paragraph 1 of the original Article 35 (altered as Article 37 in accordance with the foregoing) to read as: "The following activities shall not be deemed to be prohibited by Article 35 of this chapter:"
- (9) By amending the original Article 72 (altered as Article 74 in accordance with the foregoing) to read as: "Voting in the shareholders' general meetings shall be conducted by way of poll in registered form."
- (10) By amending the original Article 73 (altered as Article 75 in accordance with the foregoing) to read as: "The votes in respect of a motion under consideration taken on a poll shall be counted in the presence of at least two shareholder representatives and one supervisor, and the representative of such scrutineers shall announce the result of the voting promptly thereafter in the meeting place."
- (11) By amending the original Article 75 (altered as Article 77 in accordance with the foregoing) to read as: "In the case of an equality of votes, the Chairman of the meeting shall be entitled to a second vote."

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(12) 增加一條，作為第七十八條：「股東大會審議有關關聯交易事項時，關聯股東不應當參與投票表決，其所代表的有表決權的股份數不計入有效表決總數；股東大會決議的公告應當充分披露非關聯股東的表決情況。如有特殊情況關聯股東無法回避時，公司在征得有關部門的同意後，可以按照正常程序進行表決，並在股東大會決議公告中作出詳細說明。」

(13) 將原第七十六條至第一百零一條順序修改為第七十九條至第一百零四條。

(14) 原第八十六條(按前述改為第八十九條)修改為：「公司擬變更或者廢除類別股東的權利，應當經股東大會以特別決議通過和經受影響的類別股東在按第九十一條至第九十五條分別召集的股東會議上通過，方可進行。」

(15) 原第八十八條(按前述改為第九十一條)第一款修改為：「受影響的類別股東，無論原來在股東大會上有否

(12) By adding the following as Article 78: "Where a shareholders' general meeting is convened to consider a motion relating to connected transaction, connected shareholders shall abstain from voting, and the number of shares carrying voting rights as represented by them shall not be included as the total number of valid votes. Adequate disclosure of the result of votes cast by not connected shareholders shall be made in the announcement on the resolutions of the shareholders' general meeting. Where the connected shareholders shall be unable to abstain from voting under special circumstances, the Company shall after consultation with the competent authorities proceed to the normal procedures on voting and shall make a detailed statement in the announcement on the resolutions of the shareholders' general meeting."

(13) By altering original Articles 76 to 101 in sequence to read as Articles 79 to 104 respectively.

(14) By amending the original Article 86 (altered as Article 89 in accordance with the foregoing) to read as: "The rights attached to any class of shares may be varied or abrogated with the sanction of a special resolution passed at the shareholders' general meeting and by holders of shares of the affected class passed at a separate general meeting of the holders of shares of the class convened in accordance with Articles 91 to 95 respectively."

(15) By amending paragraph 1 of the original Article 88 (altered as Article 91 in accordance with the foregoing) to read as: "The class shareholders so effected whether